

BEFORE THE SECURITIES COMMISSIONER

STATE OF COLORADO

Order No. 13-4-23

CONSENT ORDER

IN THE MATTER OF ALLIANCEBERNSTEIN L.P.

Respondent.

THIS MATTER is before Fred J. Joseph, Securities Commissioner for the State of Colorado ("Securities Commissioner"), on the Stipulation for Consent Order between the Staff of the Colorado Division of Securities ("Staff") and Respondent AllianceBernstein L.P. ("AB"). After reviewing the Stipulation, grounds therein, and further being advised in the premises, the Securities Commissioner makes the following Findings of Fact and Conclusions of Law as follows:

FINDINGS OF FACTS

1. The Securities Commissioner has jurisdiction over AB and the subject matter of this action pursuant to the provisions of the Colorado Securities Act, §§11-51-101 through 803, C.R.S.
2. The Securities Commissioner acknowledges that by entering into this Stipulation, AB has neither admitted nor denies that any of the allegations or grounds set forth in the Stipulation or otherwise asserted by the Staff are true.
3. By entering into the Stipulation, AB has waived the right to a formal hearing pursuant to §11-51-606(1), C.R.S. and §§24-4-104 and 105, C.R.S.; the right to be represented by counsel chosen and retained by it; the right to present a defense through oral or documentary evidence and to cross-examine witnesses at such hearing; and the right to seek judicial review of the terms, agreements and conditions in this Stipulation or the Consent Order as provided in §§11-51-607, C.R.S., and 24-4-106, C.R.S.
4. AB further waived the findings required by §11-51-410(1), C.R.S., and pursuant to §11-51-704(2), C.R.S., that the entry of this Order is necessary and appropriate in the public interest and is consistent with the purposes and provisions of the Colorado Securities Act.

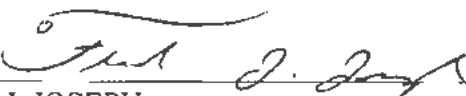
NOW, THEREFORE, based on the foregoing, it is ORDERED as follows:

1. AB hereby shall implement and maintain an adequate supervisory and compliance system with a view to detecting and preventing violations of the Colorado Securities Act, including employing or otherwise engaging unlicensed persons.
2. AB is hereby ordered to pay within ten days of the date of this Order the sum of

TWENTY THOUSAND TWO HUNDRED AND THIRTY-TWO DOLLARS AND THIRTY-SIX CENTS (\$20,232.36) to the State of Colorado as a monetary penalty, which amount constitutes one half of the fees paid to AB by the client accounts assigned by AB to Gabriel Fenton while his investment adviser license application was still pending with the Staff.

3. Violation by AB of any provision of the Stipulation for Consent Order or this Order may constitute grounds for initiation of further proceedings against AB. In the event such action is commenced, the Stipulation for Consent Order, this Order, and the factual basis for this matter shall be admissible as evidence in any such action.

Dated this 26~~th~~ day of March, 2013.



FRED J. JOSEPH
Securities Commissioner